

AMENDED BYLAWS
ACLU of South Carolina, Inc.
Adopted Effective ~~December 2, 2010~~ _____, 2017

ARTICLE I
THE ORGANIZATION

Section 1.1.0 Name. The name of this organization is the ACLU of South Carolina, Inc. (the "***ACLU of SC***"). The ACLU of SC is an affiliate of the American Civil Liberties Union, Inc., referred to in these Bylaws both as the "***ACLU***" and the "***national ACLU***".

Section 1.2.0 Offices. The principal office of the ACLU of SC is 635 East Bay Street, Charleston, South Carolina 29403, or at the location hereafter established by the ACLU of SC Board of Directors (the "***Board***") from time to time. The ACLU of SC may establish other offices at such other places as its Board of Directors may from time to time determine.

Section 1.3.0 Coordination. The ACLU of SC will act in conformity with the provisions of the Certificate of Incorporation and Bylaws of the national ACLU. To the extent permitted by applicable law, ~~including~~ including without limitation the South Carolina Nonprofit Corporation Act of 1994 (the "***Nonprofit Act***") and the laws governing organizations exempt from tax pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any successor laws thereto); ~~(the "***Code***")~~, the Bylaws and policies of the national ACLU, to the extent they apply, as in effect on the date of adoption of these Bylaws and as amended, modified and/or replaced from time to time are hereby incorporated into these Bylaws. In the event of any direct or indirect conflict or inconsistency between these Bylaws and the Bylaws and policies of the national ACLU, to the extent permitted by applicable law, including without limitation the ~~South Carolina Nonprofit Corporation Act of 1994~~ and the laws governing organizations exempt from tax pursuant to Section 501(c)(4) of the ~~Internal Revenue Code of 1986, as amended (or any successor laws thereto)~~; Code, the Bylaws and policies of the national ACLU shall apply.

ARTICLE II
MISSION STATEMENT

The ACLU of SC is a nonprofit, nonpartisan, membership organization dedicated to maintaining and advancing throughout South Carolina the principles of liberty and equality embodied in the United States and South Carolina constitutions and in our nation's laws.

ARTICLE III
MEMBERS AND CHAPTERS

Section 3.1.0 Membership. The membership of the ACLU of SC consists of those persons who are members of the ACLU, who are appropriately classified by the ACLU as South Carolina members, and who pay dues in accordance with Section 3.2.0 below: ~~(each a "***Member***" and collectively the "***Members***").~~

Formatted: Indent: First line: 0.5"

Formatted: Font: Bold, Italic

Formatted: Font: Bold, Italic

Formatted: Font: Bold, Italic

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

1 Section 3.2.0 Dues. Members of the ACLU of SC shall pay annual dues as established in
2 categories of membership by the national ACLU.

Formatted: Indent: First line: 0.5"

3
4 Section 3.3.0 Chapters. As of the date of these Bylaws, there are no chapters of the ACLU
5 of SC in existence. The Board may authorize chapter development and may recognize various
6 chapters from time to time, with such restrictions, guidelines and policies as the Board shall
7 determine from time to time. Any such chapters authorized by the Board shall remain under the
8 control and direction of the Board, and all assets of the chapters, including without limitation bank
9 accounts, shall be deemed assets of the ACLU of SC, subject to the ultimate control and direction
10 of the Board.

Formatted: Indent: First line: 0.5"

11
12 Section 3.4.0 Annual Membership Meeting. A ~~membership~~ meeting of the Members shall
13 be held annually at such time and place as may be designated by the Board ~~of Directors~~. It is
14 anticipated that the annual membership meeting will occur in December each year. The meeting
15 may take place immediately prior to the annual meeting of the Board ~~of Directors~~. The purpose
16 of the meeting shall be to elect Directors in accordance with Section 4.3.0 hereof and to consider
17 any matter of concern to the ACLU of SC as determined by the Board ~~of Directors~~. The meeting
18 shall be open to all members of the ACLU of SC. Members may participate by teleconference.

Formatted: Indent: First line: 0.5"

19
20 Section 3.5.0 Special Membership Meeting. Special ~~membership~~ meetings of the Members
21 must be called if one or more petitions declaring the purpose(s) of such a meeting is signed by the
22 holders of at least 5% of the voting power of the ACLU of SC membership and presented to any
23 officer. Within thirty days of the petition's presentation, a meeting notice setting time, place, and
24 purpose of the meeting must be sent to all members. Special meetings may also be called by vote
25 of the Board ~~of Directors~~. Special meetings may consider only those agenda items in the notice
26 of the meeting.

Formatted: Indent: First line: 0.5"

27
28 Section 3.6.0 Quorum: Voting. Except as otherwise required by applicable law, at all
29 meetings of the ~~general membership~~ Members, twenty ~~members~~ Members will constitute a quorum.
30 If a quorum is present, a vote by a simple majority of the ~~members~~ Members present and voting at
31 a meeting shall constitute the formal action of the ACLU of SC, except where these Bylaws or the
32 provisions of applicable law require a greater vote. Voting may not be by proxy.

Formatted: Indent: First line: 0.5"

33
34 Section 3.7.0 Notice of Meetings. Except as otherwise provided in these Bylaws or
35 applicable law, all notices for meetings of the general membership, whether annual or special, will
36 be sent no later than fifteen days prior to the meeting date.

Formatted: Indent: First line: 0.5"

37
38 Section 3.8.0 Action by Written or Electronic Ballot. Notwithstanding anything contained
39 in these Bylaws to the contrary, all actions that may be taken at any annual, regular or special
40 meeting of the members may be taken by written or electronic ballot as long as such action is taken
41 in compliance with the provisions of Section 33-31-708 of the ~~South Carolina Nonprofit~~
42 ~~Corporation Act of 1994, as such provision may be amended, modified or replaced from time to~~
43 ~~time~~ Nonprofit Act. In all cases, the election of Directors shall occur by written or electronic ballot.

Formatted: Indent: First line: 0.5"

44
45 Section 3.9.0 Action by Written Consent. Notwithstanding anything contained in these
46 Bylaws to the contrary, action required or permitted to be approved by the Members may be

1 approved without a meeting of Members if the action is approved by Members holding at least
2 eighty percent of the voting power, as long as such action is taken in compliance with the
3 provisions of Section 33-31-704 of the Nonprofit Act .

4
5 ARTICLE IV
6 BOARD OF DIRECTORS

7
8 Section 4.1.0 Governance. The ACLU of SC shall be governed by a ~~Board~~board of
9 ~~Directors~~directors.

Formatted: Indent: First line: 0.5"

10
11 Section 4.2.0 Responsibilities. The primary responsibilities of the Board ~~of Directors~~ shall
12 be implementing the mission of the ACLU and the ACLU of SC and managing the affairs of the
13 ACLU of SC. Each Director is required to discharge these duties in accordance with the fiduciary
14 obligations established by law.

Formatted: Indent: First line: 0.5"

15
16 Section 4.3.0 Number, Selection, and Qualifications.

Formatted: Indent: First line: 0.5"

17
18 4.3.1 Number and Selection. ~~Except as otherwise provided herein, Directors will be~~
19 ~~elected on a staggered basis, with the Directors being divided into three classes. The term~~
20 ~~of office of the initial classes of Directors are as follows: those of the first class to expire~~
21 ~~at the 2010 annual meeting of the Directors ("Class I"); of the second class to expire at the~~
22 ~~2011 annual meeting of the Directors ("Class II"); and of the third class to expire at the~~
23 ~~2012 annual meeting of the Directors ("Class III"), with the members of each class to hold~~
24 ~~office until their successors are duly elected and qualified. Upon expiration of the term of~~
25 ~~office for each respective initial class of Directors and for each class of Directors thereafter,~~
26 ~~the term of office of such persons elected to the Director positions shall be three years, or~~
27 ~~until the expiration of the term of office for their respective Director class; provided,~~
28 ~~however, certain Directors elected in 2010, 2011 and 2012 will have shorter terms based~~
29 ~~upon when they have been elected and to which class they are assigned, as noted below:~~
30 ~~The number of Directors constituting the Board shall not be fewer than eleven (11) or more~~
31 ~~than twenty-three (23) individuals. The authorized number of Directors shall be~~
32 ~~determined by the affirmative vote of a majority of the Members of the ACLU of SC;~~
33 ~~provided that if the number so determined is to be increased, or decreased, notice of the~~
34 ~~proposed increase or decrease shall be included in the notice of such meeting.~~

Formatted: Indent: First line: 0"

Formatted: Underline

35
36 ~~There will initially be five Directors appointed by the Incorporator. Of these initial~~
37 ~~Directors, one will be a Class I Director, two will be Class II Directors, and two will be~~
38 ~~Class III Directors, with all such initial Director seats assigned among the classes by the~~
39 ~~Incorporator.~~

40
41 ~~At ACLU of SC's annual meeting of members held in 2010, the Board seats will increase~~
42 ~~by four, with two seats designated as Class I Directors, one seat designated a Class II~~
43 ~~Director, and one seat designated a Class III Director, with the ACLU of SC President~~
44 ~~assigning such Director seats among the persons elected. The term of the Class I Directors~~
45 ~~will expire at the 2011 annual meeting of the Directors; the term of the Class II Director~~
46 ~~will expire at the 2012 annual meeting of the Directors; and the term of the Class III~~

Director will expire at the 2013 annual meeting of the Directors. Following this meeting and the resulting increase in the size of the Board, there will be nine Director seats total (three Class I Director seats, three Class II Director seats, and three Class III Director seats).

At ACLU of SC's annual meeting of members held in 2011, the Board seats will increase by six, with two seats designated as Class I Directors, two seats designated as Class II Directors and two seats designated as Class III Directors, with the ACLU of SC President assigning such Director seats among the persons elected. The term of the Class I Directors will expire at the 2012 annual meeting of the Directors; the term of the Class II Directors will expire at the 2013 annual meeting of the Directors; and the term of the Class III Directors will expire at the 2014 annual meeting of the Directors. Following this meeting and the resulting increase in the size of the Board, there will be fifteen Director seats total (five Class I Director seats, five Class II Director seats, and five Class III Director seats).

At ACLU of SC's annual meeting of members held in 2012, the Board seats will increase by six, with two seats designated as Class I Directors, two seats designated as Class II Directors and two seats designated as Class III Directors, with the ACLU of SC President assigning such Director seats among the persons elected. The term of the Class I Directors will expire at the 2013 annual meeting of the Directors; the term of the Class II Directors will expire at the 2014 annual meeting of the Directors; and the term of the Class III Directors will expire at the 2015 annual meeting of the Directors. Following this meeting and the resulting increase in the size of the Board, there will be 21 Director seats total (seven Class I Director seats, seven Class II Director seats, and seven Class III Director seats).

4.3.2 Qualifications. No person will be eligible for election to the Board unless that person is a ~~member~~Member in good standing of the ACLU of SC.

Formatted: Indent: First line: 0"

4.3.3 Election. ~~After the initial appointment of Directors by the Incorporator, Directors shall be elected by vote of the general membership. Each specific Director seat shall be assigned a class. Members at the annual meeting of the Members. The Nominating Committee (as described in Article VI) will propose a slate of one or more candidates for the each Director seat to be vacated and the Director seats to be added at the next annual meeting, if applicable filled,~~ accompanied by each candidate's written statement of willingness to serve, and file it with the Secretary no later than sixty days before the date set for the annual meeting of the ~~members~~Members. Additionally, nominations may be made by a petition bearing the signatures of at least fifty ~~members~~Members, accompanied by each candidate's written statement of willingness to serve, and received by the Secretary, at least forty days before the date set for the annual meeting. Winning candidates will not need a majority of the votes cast. -Up to the number of vacancies filled, winners will be those with the largest vote counts.

Formatted: Indent: First line: 0"

Section 4.4.0 Term of Office. ~~Except as otherwise provided in Section 4.3.1, Directors shall be elected for three year terms, provided that some Directors elected to serve on the first Board following the adoption of these Bylaws and some Directors elected in 2010, 2011 and 2012 will be elected for an initial term of only one or two years. Service for one or two year terms by any~~

1 ~~Director shall not count as a three-year term. Directors who have completed two consecutive full~~
2 ~~three-year terms are ineligible for Board membership for a minimum of one year immediately~~
3 ~~thereafter. Except as otherwise specifically stated herein, each Director shall hold office for a term~~
4 ~~of three (3) years (each a “Term”) or until his or her death, resignation, retirement, removal or~~
5 ~~disqualification, and until his or her successor is elected. A Director shall be eligible to serve in~~
6 ~~that position for no more than two (2) consecutive Terms (the “Term Limitation”); provided,~~
7 ~~however, upon a finding of extraordinary circumstances, including a need to ensure better~~
8 ~~staggering of Terms, this Term Limitation may be waived any number of times by the vote of a~~
9 ~~majority of the Board at a meeting where a quorum is present. After a lapse of one year following~~
10 ~~the Term Limitation, any Director may be re-elected to serve on the Board. It is the desire of ACLU~~
11 ~~of SC to ensure a staggered rotation of Directors to prevent any year in which there is a significant~~
12 ~~turn-over of Directors.~~

15 Section 4.5.0 Removal and Disqualification; Filling a Vacancy.

17 4.5.1 Removal. Any Director elected by the ~~members~~Members may be removed by the
18 ~~members~~Members in accordance with Section 33-31-808 of the ~~South Carolina~~ Nonprofit
19 ~~Corporation Act of 1994, as amended, or any successor to such statute~~; provided, however,
20 the removal of a Director requires a majority of the votes cast at a meeting at which a
21 quorum is present. Absence from three or more consecutive meetings of the Board, without
22 reasonable excuse, will be a cause for removal.

24 4.5.2 Disqualification. If the ACLU membership of any Director terminates for any
25 reason, that person will thereupon and forthwith cease to be a Director of the ACLU OF
26 SC.

28 4.5.3 Filling a Vacancy. ~~A Director vacancy shall be filled as soon as possible, in~~
29 ~~accordance with Section 33-31-811 of the South Carolina Nonprofit Corporation Act of~~
30 ~~1994, as amended, or any successor to such statute. If a vacancy is created by any event, a~~
31 ~~majority of the remaining Directors then in office may appoint a new Director to serve the~~
32 ~~unexpired term of his or her predecessor in office, after which time the position may be~~
33 ~~filled by the Members accordance with Section 4.3.3. No term limit shall apply to an~~
34 ~~appointed Director unless and until he or she is duly elected pursuant to Section 4.3.3.~~

36 Section 4.6.0 Compensation. Directors are not entitled to receive any compensation for
37 serving in that capacity, but they may be reimbursed for their reasonable expenses in accordance
38 with such policies as the Board may adopt.

40 Section 4.7.0 Officers.

42 4.7.1 Titles. The Board shall elect at the annual meeting of the Board the following
43 officers: a President, a Treasurer, a Secretary, and as many Vice President positions as
44 necessary as determined by the Board, all of whom will be elected from the Board ~~of~~
45 ~~Directors.~~ By majority vote, the Board has the ability to create other additional officer
46 positions as determined by the Board, including but not limited to general counsel positions.

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Underline

Formatted: Indent: First line: 0"

4.7.2 Term. Each officer so named will serve a one-year term, ~~except for the President, who will serve.~~ Each officer shall have a Term Limitation of three-year term (3) consecutive terms, so long as that officer remains a ~~member of~~ Director serving on the Board.

Formatted: Indent: First line: 0"

Formatted: Underline

4.7.3 Removal; Vacancy. Any officer may be removed at any time by the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present. Any vacancy occurring in any office of the ACLU of SC shall be filled by the Board ~~of Directors~~ as soon as possible.

Formatted: Underline

Formatted: Underline

Formatted: Indent: First line: 0"

4.7.4 Duties. The officers shall have the powers and duties usually and properly incident to such offices, and such other powers and duties as may be prescribed by the Board ~~of Directors of the ACLU of SC~~ from time to time.

Formatted: Indent: First line: 0"

Formatted: Underline

4.7.5 Executive Director. The Executive Director shall manage the business of the ACLU of SC as the chief executive officer of the ACLU of SC, and shall perform such other duties as may be prescribed by the Board. The Executive Director shall be selected by the Board and shall serve until his or her successor is chosen and qualified or until his or her earlier removal, resignation or death.

Formatted: Indent: First line: 0"

Formatted: Underline

Section 4.8.0 Ex Officio Status. The immediate past President, the representative to the national ACLU Board, the AAO (as defined in Section 4.9.1 below), and the Executive Director (as ACLU of SC's Chief Executive Officer) shall be Directors ex officio, and shall be invited to all Board meetings and functions; provided, however, that except with respect to any such Director who is otherwise a Director, the failure to invite any such Director, or the failure of any such invitation to constitute proper notice in accordance with these Bylaws or applicable law, shall not invalidate any such meeting or function or any action taken thereat. ~~They~~ A Director e officio may participate in Board discussions and deliberations, but will not be entitled to vote, and ~~their~~ his or her presence will not count toward a quorum. A representative or AAO who is otherwise a Director, however, may vote and the presence of that person does count toward a quorum.

Formatted: Indent: First line: 0.5"

Section 4.9.0 National Representative and Affirmative Action Officer.

Formatted: Indent: First line: 0.5"

4.9.1 Titles. The Board shall also elect at the annual meeting of the Board a representative of the ACLU of SC to the board of the national ACLU ("**National Representative**") and an Action Officer ("**AAO**"), neither of whom need to be from the Board ~~of Directors~~.

Formatted: Indent: First line: 0"

Formatted: Font: Bold, Italic

Formatted: Font: Bold, Italic

4.9.2 Term. The National Representative and the AAO will each serve for two years and thereafter until his or her successor is elected.

Formatted: Indent: First line: 0"

4.9.3 Removal; Vacancy. The National Representative may be removed at any time by the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present. The AAO may only be removed in accordance with ACLU policy as may be applicable. Any vacancy occurring in these positions shall be filled by the Board ~~of Directors~~ as soon as possible.

Formatted: Indent: First line: 0"

4.9.4 Duties. The National Representative and the AAO shall have the duties usually and properly incident to such positions, and such other duties as may be prescribed by the Board ~~of Directors of the ACLU of SC~~ or the applicable policies of the national ACLU.

Formatted: Indent: First line: 0"

~~ARTICLE V~~

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1.0 Annual Meeting. The annual meeting of the Board ~~of Directors~~ shall be held immediately following the annual meeting of the ~~members~~Members or at a time determined by the Board. At the annual meeting, the Board ~~of Directors~~ shall elect officers (pursuant to Section 4.7.1), shall elect a National Representative and Affirmative Action Officer if necessary (pursuant to Section 4.9.1), and may transact any other business that may properly come before the Board.

Formatted: Indent: First line: 0.5"

Section 5.2.0 Regular Meetings. Regular meetings of the Board ~~of Directors~~ shall be held at least quarterly at such times and places as the Board may from time to time determine.

Formatted: Indent: First line: 0.5"

Section 5.3.0 Special Meetings. Special meetings of the Board may be called at any time by the President, and shall be called by the President promptly upon written request of a majority of the Board.

Formatted: Indent: First line: 0.5"

Section 5.4.0 Quorum; Voting. Except as otherwise provided by applicable law, one-third of sitting, voting Board members (but not less than two Directors) shall constitute a quorum at all meetings of the Board. A vote by a simple majority of the Directors present and voting at a meeting shall constitute the formal action of the ACLU of SC, except where these Bylaws or the provisions of applicable law require a greater vote. Voting may not be by proxy.

Formatted: Indent: First line: 0.5"

Section 5.5.0 Notice of Meetings: Right to Attend.

Formatted: Indent: First line: 0.5"

5.5.1 Notice. Notice of any annual or regular meeting of the Board shall be given to each Director in person, or by telephone, electronic mail, facsimile or mail at least seven calendar days prior to the meeting. Except as otherwise provided by these Bylaws or applicable law, notice of any special meeting of the Board shall be given to each Director either personally, by mail, electronic mail, facsimile or telephone at least five calendar days prior to the meeting.

Formatted: Indent: First line: 0"

5.5.2 Open Meetings. Except when the Board meets in executive session, any ~~member~~Member in good standing of the ACLU of SC may attend any meeting of the Board.

Formatted: Indent: First line: 0"

Section 5.6.0 Telephone Conference. One or more Directors may participate in meetings of the Board by means of telephone conference or similar communications equipment, provided that all persons participating in the meeting can hear each other.

Formatted: Indent: First line: 0.5"

Formatted: Underline

Section 5.7.0 Action Without a Meeting. Any action which may be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if written consent setting

Formatted: Indent: First line: 0.5"

Formatted: Underline

1 forth the action so taken ~~shall be~~ signed by all Directors or the members of the committee, as the
2 case may be. Such written consent may also be confirmed by electronic mail. The written consent
3 shall be filed with the Secretary of the ACLU of SC.

4 5 ARTICLE VI 6 BOARD COMMITTEES

7 8 Section 6.1.0 Executive Committee.

9
10 6.1.1 Composition. The Board ~~of Directors~~ shall establish an Executive Committee. The
11 Executive Committee shall be composed of the following: the President, ~~as an ex officio,~~
12 ~~voting member~~ immediate past-President; the Treasurer, ~~as an ex officio, nonvoting~~
13 ~~member~~; and four other Directors as voting members elected by the Board.

14
15 6.1.2 Powers and Duties. The Executive Committee shall have the power to act on behalf
16 of the Board between meetings of the Board when such action is necessary or appropriate.
17 Such action shall constitute the action of the Board, and shall be reported to the Board at
18 its next meeting. Under no circumstances may the Executive Committee fill vacancies on
19 the Board or among the officers, amend the Bylaws or the Articles of Incorporation, amend
20 or repeal any Board resolution or take any other action not permitted to be taken by a
21 committee in accordance with applicable law.

22
23 6.1.3 Meetings. The Executive Committee ~~shall~~ may meet regularly ~~but in any event,~~
24 including prior to every regular meeting of the Board, and may hold other meetings as
25 called by its chair. It may also take action without a meeting as described in Section 5.7.0.

26
27 6.1.4 Notice of Meetings; Quorum; Voting. Notice of Executive Committee meetings
28 shall be as described in Section 5.5.1. To the extent permitted by applicable law, a quorum
29 shall be at least half of the committee's voting members, and a vote by a simple majority
30 of the committee members present and voting at a meeting at which a quorum exists, shall
31 constitute the formal action of the executive committee.

32 33 Section 6.-2.0 Other Standing Committees.

34
35 6.2.1 Committee Names. Other standing committees shall be the Nominating
36 Governance Committee and the Audit-Finance Committee, and such other committees as
37 the Board ~~of Directors~~ should determine from time to time.

38
39 6.2.2 Persons to Serve on Committees. The President shall appoint, with the approval of
40 the Board, the chairperson for each of the standing committees, ~~who shall be Directors.~~
41 The President, in consultation with the chair of each committee and with the approval of
42 the Board, shall appoint additional members to each committee, ~~with each such committee~~
43 ~~including at least two Board members. The committees may also include individuals who~~
44 ~~do not serve on the Board, who shall be non-voting members of the committees.~~
45

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0"

Formatted: Indent: First line: 0"

1 Section 6.3.0 Ad Hoc Committees. The Board ~~of Directors~~ or the President may establish
2 one or more ad hoc committees that have specific purposes. When the specific purposes of an ad
3 hoc committee are accomplished, the committee will dissolve. The President shall appoint, with
4 the approval of the Board, the chairperson for each of the ad hoc committees, ~~who shall be~~
5 ~~Directors.~~ The President, in consultation with the chair of each ad hoc committee and with the
6 approval of the Board, shall appoint additional members to each ad hoc committee, ~~with each such~~
7 ~~committee including at least two Board members. The ad, Ad~~ hoc committees may also include
8 individuals who do not serve on the Board, ~~who shall be non-voting members of each such ad hoc~~
9 ~~committee.~~

Formatted: Indent: First line: 0.5"

10
11 ARTICLE VII
12 LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE
13

14 Section 7.1.0 Limitation of Liability. A Director shall not be personally liable for monetary
15 damages for any action taken, or any failure to take action, unless the Director has breached or
16 failed to perform the duties of his or her office under Section 33-31-830 of the ~~South Carolina~~
17 ~~Nonprofit Corporation Act of 1994~~ (relating to standard of care and justifiable reliance), as
18 amended from time to time, or any successor provision, and the breach or failure constitutes self-
19 dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or
20 liability of a Director pursuant to any criminal statute or the liability of a Director for payment of
21 taxes pursuant to local, state or federal law.
22

Formatted: Indent: First line: 0.5"

23 Section 7.2.0 Indemnification. To the extent permitted by applicable law, the ACLU of
24 SC shall indemnify any current or former officer, Director and committee member (or employee
25 or agent designated by majority vote of the Board ~~of Directors~~ to the extent provided in such vote)
26 who was or is a party or is threatened to be made a party to any threatened, pending or completed
27 action, suit or proceedings, whether civil, criminal, administrative or investigative (including
28 action by or in the right of the ACLU of SC) by reason of the fact that he or she is or was a Director,
29 officer, committee member, employee, or agent of the ACLU of SC, against expenses (including
30 attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred
31 by him or her in connection with such action, suit or proceeding; provided, however, that
32 indemnification pursuant to this Section shall not be made in any case where the act or failure to
33 act giving rise to the claim for indemnification is determined by a court to have constituted self-
34 dealing, willful misconduct or recklessness. To the extent permitted by applicable law, expenses
35 incurred by an officer, Director, committee member, employee, or agent purportedly indemnified
36 by this Section in defending a civil or criminal action, suit or proceeding may be paid by the ACLU
37 of SC. The indemnification and advancement of expenses provided by, or granted pursuant to, this
38 Section 7.2.0 shall continue as to a person who has ceased to be a Director, officer, committee
39 member, employee, or agent of the ACLU of SC and shall inure to the benefit of the heirs,
40 executors and administrators of such person.
41

Formatted: Indent: First line: 0.5"

42 Section 7.3.0 Insurance. The Board ~~of Directors~~ may authorize, by a vote of a majority of
43 the entire Board ~~of Directors~~, the ACLU of SC to purchase and maintain insurance on behalf of
44 any person who is or was a Director, officer, committee member, employee, or agent of the ACLU
45 of SC, or is or was serving at the request of the ACLU of SC as a Director, officer, committee
46 member, employee, or agent of another corporation, partnership, joint venture, trust, employee

Formatted: Indent: First line: 0.5"

benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the ACLU of SC would have the power to indemnify him or her against such liability under the provisions of this Article VII. Furthermore, the ACLU of SC may create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise secure or insure in any manner its indemnification obligations referred to in Section 7.2.0 of this Article.

ARTICLE VIII STAFF

Section 8.1.0 Executive Director. There will be a single Executive Director who will be responsible for the hiring, retention or termination and the supervision of all other ACLU of SC employees and who will exercise the duties of Executive Director subject to the authority of the Board.

Section 8.2.0 Salaries. All staff salaries will be paid by or on behalf of the ACLU of SC.

ARTICLE IX FINANCE

Section 9.1.0 Fiscal Year. The fiscal year of the ACLU of SC shall be from April 1 through March 31, or such other fiscal year as may be required by the national ACLU.

Section 9.2.0 Bank Accounts. All checks or demands for money and notes of the ACLU of SC in the amount of \$25,000 or more shall be signed by two persons, one of whom is an Officer or other person designated by the Board and one of whom is a staff member of the ACLU of SC designated by the Executive Director. All chapter bank accounts are the property of the ACLU of SC.

Section 9.3.0 Audit. The accounts of the ACLU of SC shall be audited at least once a year as part of the audit or other financial review conducted by a certified public accountant, and a copy of such audit shall be submitted to the Board ~~of Directors~~.

Section 9.4.0 Budget. The Executive Director will prepare a budget covering the proposed expenses for the coming fiscal year. That budget will be presented to the Board, which will adopt a budget for the coming fiscal year, subject to such modification during the year as may be necessary or desirable.

ARTICLE X GENERAL PROVISIONS

Section 10.1.0 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the ~~South Carolina Nonprofit Corporation Act of 1994, as amended~~.

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

Formatted: Indent: First line: 0.5"

1 Section 10.2.0 Corporate Seal. The Board ~~of Directors~~ may prescribe the form of a suitable
2 corporate seal, which shall contain the full name of the ACLU of SC and the year and state of
3 incorporation.

Formatted: Indent: First line: 0.5"

5 Section 10.3.0 Waiver of Notice. Whenever any notice is required to be given under the
6 provisions of the ~~South Carolina Nonprofit Corporation Act of 1994, as amended~~, or these Bylaws,
7 a waiver thereof in writing signed by the person or persons entitled to said notice whether before
8 or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither
9 the nature of the business to be transacted or the purpose of the meeting need be specified in the
10 waiver, except that a waiver for a special meeting shall specify the general nature of the business
11 to be transacted. Except as otherwise provided by applicable law, attendance of a person at any
12 meeting shall constitute a waiver of notice of such meeting.

Formatted: Indent: First line: 0.5"

14 Section 10.4.0 Records. An original or duplicate record of the proceedings of the Board
15 ~~of Directors~~ and other bodies, the books or records of account, and the Bylaws, shall be kept at the
16 registered office or principal place of business of ACLU of SC.

Formatted: Indent: First line: 0.5"

18 Section 10.5.0 Amendments.

Formatted: Indent: First line: 0.5"

20 10.5.1 Amendment by Board of Directors. Except as otherwise provided by applicable law
21 and except for any amendments that diminish membership voting rights, these Bylaws may
22 be amended or repealed by the vote of two-thirds of the Directors then in office at any
23 regular or special meeting of the Board at which a quorum is present, if the notice of
24 meeting specified the action to be taken and was given at least ten calendar days before the
25 meeting.

Formatted: Indent: First line: 0"

27 10.5-2 Amendment by Members. These Bylaws may be amended or repealed by the vote
28 of the ~~ACLU of SC membership~~Members in the event either (i) the Board recommends
29 and submits to the ~~membership~~Members a proposal to amend or repeal these Bylaws, or
30 (ii) a petition signed by at least twenty percent of the voting power of the ~~ACLU of SC~~
31 ~~membership~~Members is delivered to the Board ~~of Directors~~, provided the petition identifies
32 with specificity the language to be added, deleted or altered in the Bylaws. Any such
33 ~~amendment~~ amendment or repeal of these Bylaws requires the affirmative vote of two-
34 thirds of the ~~members~~Members represented, in person or by proxy, at a meeting of the
35 ~~members~~Members at which a quorum exists; provided that notice of the meeting identified
36 with specificity the language to be added, deleted or altered and provided the notice was
37 given to the ~~members~~Members at least twenty calendar days before the meeting.

Formatted: Indent: First line: 0"